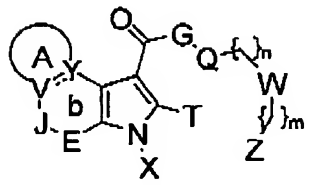
Listing of Claims

This listing of claims will replace all prior versions and listings of claims in the application.

1. (Currently amended) A compound of the formula



or a pharmaceutically acceptable salt thereof wherein:

the b-ring is a ~~5-9~~ 5-8 membered ring;

E represents $(CR^1R^2)_k$, $-CR^1=CR^2-$, wherein

R^1 and R^2 independently represent

hydrogen, C_1-C_6 alkyl, C_1-C_6 alkoxy, halogen, hydroxy, cyano, nitro, amino, mono- or di-(C_1-C_6)alkylamino, C_2-C_6alkenyl, C_2-C_6alkynyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, amino(C_1-C_6)alkyl, or mono- or di(C_1-C_6)alkylamino(C_1-C_6)alkyl, or

phenyl, pyridyl, phenyl(C_1-C_6)alkyl, or pyridyl(C_1-C_6)alkyl, where each phenyl or pyridyl is optionally substituted with C_1-C_6 alkyl, C_1-C_6 alkoxy, halogen, hydroxy, cyano, nitro, amino, and mono- or di(C_1-C_6)alkylamino;

k is 0, 1, 2, or 3;

G is oxygen or NH;

J represents $(CR^5R^6)_d$ where

d is 0 or 1; and

R^5 and R^6 together form a carbonyl group; or

R^5 and R^6 are independently hydrogen or R^{100},

where each R^{100} is independently selected from halogen, hydroxy, nitro, cyano, R_{10}, amino, $-NH(R_{10})$, $-N(R_{10})(R_{10})$,

-COOH, -O(R_{10}), -SO_2NH_2, -$SO_2NH(R_{10})$, -$SO_2N(R_{10})(R_{10})$, -$NHCO(R_{10})$, -$N(R_{10})CO(R_{10})$, -$NHCO_2(R_{10})$, -$N(R_{10})CO_2(R_{10})$, -$NHSO_2(R_{10})$, -$N(R_{10})SO_2(R_{10})$, -$SO_2NHCO(R_{10})$, -$SO_2N(R_{10})CO(R_{10})$, -$CONHSO_2(R_{10})$, -$CON(R_{10})SO_2(R_{10})$, -$CONH_2$, -$CONH(R_{10})$, -$CON(R_{10})(R_{10})$, -$CO_2(R_{10})$, -$CO(R_{10})$, -SR_{10}, $SO(R_{10})$, -$SO_2(R_{10})$, aryl having from 1 to 3 rings, and heteroaryl, said heteroaryl having from 1 to 3 rings, 5 to 7 ring members in each ring, and in at least one of said rings from 1 to about 3 heteroatoms selected from nitrogen, oxygen and sulfur, and where each aryl and heteroaryl is optionally substituted with 1, 2, or 3 groups independently selected from C_1-C_6 alkyl, C_1-C_6 alkoxy, halogen, hydroxy, cyano, nitro, amino, and mono- or di(C_1-C_6)alkylamino;

each R_{10} is independently a straight, branched, or cyclic alkyl group having up to 8 carbon atoms, contains zero or one or more double or triple bonds, and is optionally substituted with one or more substituents independently selected from hydroxy, oxo, halogen, amino, mono- or di-(C_1-C_6)alkylamino, cyano, nitro, C_1-C_6alkoxy, -COOH, -SO_2NH_2, -$SO_2NH(C_1$-C_6alkyl), -$SO_2N(C_1$-C_6alkyl)(C_1-C_6alkyl), -$NHCO(C_1$-C_6alkyl), -$N(C_1$-C_6alkyl)$CO(C_1$-C_6alkyl), $NHCO_2(C_1$-C_6alkyl), -$N(C_1$-C_6alkyl)$CO_2(C_1$-C_6alkyl), -$NHSO_2(C_1$-C_6alkyl), -$N(C_1$-C_6alkyl)$SO_2(C_1$-C_6alkyl), -$SO_2N(C_1$-C_6alkyl)$CO(C_1$-C_6alkyl), -$SO_2NHCO(C_1$-C_6alkyl), -$CON(C_1$-C_6alkyl)$SO_2(C_1$-C_6alkyl), -$CONHSO_2(C_1$-C_6alkyl), -$CONH_2$, -CONH(alkyl), -CON(alkyl)(alkyl), -CO_2(alkyl), -CO(alkyl), -$SO_{0-2}(C_1$-C_6alkyl), and C_3-C_7cycloalkyl;

the group  is the A ring and represents a ~~an optionally substituted~~ saturated, partially unsaturated, or aromatic

heterocyclic 6 membered ring containing ~~at least~~ one nitrogen~~, oxygen, or sulfur~~ atom,

where the A ring is optionally substituted with up to three groups independently selected from R_{100};

V is carbon, or CH;

Y is carbon or CH;

X is hydrogen, hydroxy, amino, mono- or di(C_1-C_6) alkylamino, C_1-C_6 alkyl, or C_1-C_6 alkoxy;

T is hydrogen, halogen, hydroxy, amino, mono- or di(C_1-C_6) alkylamino, C_1-C_6 alkyl, or C_1-C_6 alkoxy;

Q is a saturated carbocyclic or heterocyclic group, partially unsaturated carbocyclic or heterocyclic group, an aryl group, or heteroaryl group, where each group has from 1 to 3 rings where each ring contains from 3 to 8 ring members, and where each heterocyclic and heteroaryl group contains at least one ring having from 1 to 3 heteroatoms selected from nitrogen, oxygen and sulfur; and

where each carbocyclic, heterocyclic, aryl, or heteroaryl group is optionally substituted with 1, 2, or 3 groups independently selected from C_1-C_6 alkyl, C_1-C_6 alkoxy, halogen, hydroxy, oxo, cyano, nitro, amino, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, and mono- or di(C_1-C_6)alkylamino;

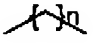
W is a bond, oxygen, NH, sulfur, -CH=CH-, -C≡C-, or CR^7R^8 where R^7 and R^8 are the same or different and represent hydrogen, C_1-C_6 alkyl, halo(C_1-C_6)alkyl, amino(C_1-C_6)alkyl, hydroxy(C_1-C_6)alkyl, or C_1-C_6 alkoxy(C_1-C_6)alkyl, or CR^7R^8 represents C_3-C_7 cycloalkyl;

Z is hydrogen, hydroxy, hydroxy(C_1-C_6)alkyl, C_1-C_6 alkoxy, -CO(C_1-C_6)alkyl, C_3-C_7 cycloalkyl, C_3-C_7 cycloalkyl(C_1-C_6)alkyl, C_3-C_7 cycloalkyl(C_1-C_4)alkoxy, amino, mono- or di(C_1-C_6)

alkylamino, or $NR_{11}COR_{12}$ where R_{11} and R_{12} are the same or different and represent hydrogen or C_1-C_6 alkyl, or $NCOR_{11}R_{12}$ represents a heterocycloalkanone ring, or

Z is a saturated carbocyclic or heterocyclic group, a partially unsaturated carbocyclic or heterocyclic group, an aryl group, or a heteroaryl group, where each group has from 1 to 3 rings where each saturated ring contains from 3 to 8 ring members and each aromatic or partially unsaturated ring contains from 5-8 ring members, and where each heterocyclic and heteroaryl group contains at least one ring having from 1 to 3 heteroatoms selected from nitrogen, oxygen and sulfur; and

where each carbocyclic, heterocyclic, aryl, and heteroaryl group is optionally substituted with 1, 2, or 3 groups independently selected from C_1-C_6 alkyl, C_1-C_6 alkoxy, halogen, hydroxy, cyano, nitro, amino, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, and mono- or di(C_1-C_6)alkylamino;

 and  independently represent saturated carbon chains optionally substituted with one or more substituents independently selected from halogen, cyano, nitro, amino, mono- or di(C_1-C_6)alkylamino, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, C_1-C_6 alkyl, and C_3-C_7 cycloalkyl;

m is 0, 1, 2, or 3; and

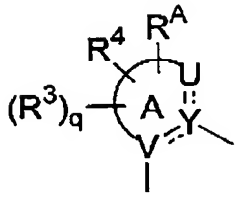
n is 0, 1, 2, or 3.

2. (Currently amended) A compound or salt according to Claim 1, wherein

G is NH;

E represents $(CR^1R^2)_k$;

the A ring represents a group of the formula:



which represents a saturated, partially unsaturated, or aromatic heterocyclic ring selected from ~~thienyl, thiazolyl,~~ pyridyl, and pyridonyl~~, pyrimidinyl, pyrimidinyl, imidazolyl, pyrazolyl, pyrazinyl, pyridizinyl, piperidinyl, oxazolyl, isoxazolyl, triazolyl, pyrrolyl, furanyl, diazenyl, triazenyl, 1, 2, 4-triazolone, 4,5-dihydroimidazolyl, and 1,4,5,6-tetrahydropyrimidinyl~~, where any amino-hydrogen is optionally replaced by R^A where:

U is nitrogen, or NR^A~~, S, or O~~;

V is carbon or CH;

Y is carbon, or CH;

R^A is selected from (C_1-C_6)alkyl, C_1-C_6 haloalkyl, amino(C_1-C_6)alkyl, or mono- or di(C_1-C_6)alkylamino(C_1-C_6)alkyl, hydroxy(C_1-C_6)alkyl, C_1-C_6 alkoxy(C_1-C_6)alkyl, aryl, heteroaryl, aryl(C_1-C_6)alkyl, or heteroaryl(C_1-C_6)alkyl, where each aryl and heteroaryl is optionally substituted with up to 3 groups independently selected from C_1-C_6 alkyl, C_1-C_6 alkoxy, halogen, hydroxy, cyano, nitro, amino, and mono- and di(C_1-C_6)alkylamino;

R^3 and R^4 are substituents on carbon atoms and independently carry the same definitions as R^5 and R^6; and

q is 1 or 2;

R^5 and R^6 are independently hydrogen or R^{100} where each R^{100} is independently selected from the group consisting of

halogen, hydroxy, nitro, cyano, (C_1-C_6)alkyl, amino, C_1-C_6 haloalkyl, $-COOH$, $-SO_2NH_2$, $-NH((C_1-C_6)alkyl_1)$, $-N((C_1-C_6)alkyl_1)((C_1-C_6)alkyl_1)$, $-O((C_1-C_6)alkyl_1)$, $-SO_2N((C_1-C_6)alkyl_1)((C_1-C_6)alkyl_1)$, $-SO_2NH((C_1-C_6)alkyl_1)$, $-NHCO((C_1-C_6)alkyl_1)$, $-N((C_1-C_6)alkyl_1)CO((C_1-C_6)alkyl_1)$, $-NHCO_2((C_1-C_6)alkyl_1)$, $-N((C_1-C_6)alkyl_1)CO_2((C_1-C_6)alkyl_1)$, $-NHSO_2((C_1-C_6)alkyl_1)$, $-N((C_1-C_6)alkyl_1)SO_2((C_1-C_6)alkyl_1)$, $-SO_2NHCO((C_1-C_6)alkyl_1)$, $-CONH_2$, $-SO_2N((C_1-C_6)alkyl_1)CO((C_1-C_6)alkyl_1)$, $-CO_2((C_1-C_6)alkyl_1)$, $-CONHSO_2((C_1-C_6)alkyl_1)$, $-CON((C_1-C_6)alkyl_1)SO_2((C_1-C_6)alkyl_1)$, $-CONH((C_1-C_6)alkyl_1)$, $-CON((C_1-C_6)alkyl_1)((C_1-C_6)alkyl_1)$, $-CO((C_1-C_6)alkyl_1)$, and $-SO_{0-2}((C_1-C_6)alkyl_1)$;

wherein each $alkyl_1$ group is C_1-C_6 alkyl optionally substituted with up to three substituents independently selected from hydroxy, oxo, halogen, amino, mono- or di-(C_1-C_6) alkylamino, cyano, nitro, C_1-C_6alkoxy, $-SO_2NH((C_1-C_4)alkyl)$, $-NHCO((C_1-C_4)alkyl)$, $-COOH$, $-SO_2N((C_1-C_4)alkyl)((C_1-C_4)alkyl)$, $-SO_2NH_2$, $-CONH_2$, $-N((C_1-C_4)alkyl)CO((C_1-C_4)alkyl)$, $-NHSO_2((C_1-C_4)alkyl)$, $-N((C_1-C_4)alkyl)CO_2((C_1-C_4)alkyl)$, $-CONH((C_1-C_4)alkyl)$, $-NHCO_2((C_1-C_4)alkyl)$, $-CONHSO_2((C_1-C_4)alkyl)$, $-CO((C_1-C_4)alkyl)$, $-N((C_1-C_4)alkyl)SO_2((C_1-C_4)alkyl)$, $-SO_2NHCO((C_1-C_4)alkyl)$, $-SO_2N((C_1-C_4)alkyl)CO((C_1-C_4)alkyl)$, $-CON((C_1-C_4)alkyl)SO_2((C_1-C_4)alkyl)$, $-CON((C_1-C_4)alkyl)((C_1-C_4)alkyl)$, $-CO_2((C_1-C_4)alkyl)$, $-SO_{0-2}((C_1-C_4)alkyl)$, and (C_3-C_7)cycloalkyl;

Q is phenyl, naphthyl, quinolinyl, thienyl, pyridyl, pyridonyl, pyrimidinyl, pyrimdinonyl, piperazinyl, pyrazinyl, oxazolyl, isoxazolyl, oxadiazolyl, thiadiazolyl, triazolyl, pyrazolyl, furanyl, diazenyl, triazenyl, or triazolopyrazinyl group, each of which is unsubstituted or

substituted with up to three substituents independently selected from R_i and R_{ii} wherein

R_i represents hydroxy, cyano, halogen, nitro, amino, mono- or di(C_1-C_6)alkylamino, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_1-C_6)alkoxy, C_1-C_6 haloalkyl, or C_1-C_6 haloalkoxy; and

R_{ii} represents (C_1-C_6)alkyl which optionally contains 1-2 heteroatoms selected from nitrogen, sulfur and oxygen and is optionally substituted with one or more carbocyclic or heterocyclic groups;

Z is hydrogen, hydroxy, straight or branched chain (C_1-C_6)alkoxy, (C_3-C_7)cycloalkyl, (C_3-C_7)cycloalkyl(C_1-C_3)alkoxy, amino, mono or di(C_1-C_6)alkylamino, or $NR_{11}COR_{12}$ where R_{11} and R_{12} are the same or different and represent hydrogen or straight or branched chain (C_1-C_6)alkyl, or $NR_{11}COR_{12}$ represents a C_3-C_7 heterocycloalkanone ring, or

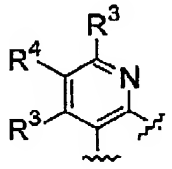
Z is phenyl, napthyl, quinolinyl, thienyl, thiazolyl, pyridyl, piperidinyl, piperazinyl, pyrrolidinyl, azetidinyl, pyrimidinyl, imidazolyl, pyrazolyl, pyrazinyl, pyridizinyl, piperidinyl, oxazolyl, isoxazolyl, thiadiazolyl, triazolyl, oxadiazolyl, pyrrolyl, furanyl, pyrimidinyl, diazenyl, triazenyl, 1, 2, 4-triazolone, 4,5-dihydroimidazolyl, or 1,4,5,6-tetrahydropyrimidinyl, each of which is optionally substituted with one, two or three groups independently selected from C_1-C_6 alkyl, C_1-C_6 alkoxy, halogen, hydroxy, cyano, nitro, amino, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, and mono- or di(C_1-C_6)alkylamino;

~~(m)~~ and ~~(n)~~ independently represent saturated carbon chains optionally substituted with one, two or three substituents independently selected from halogen, cyano, nitro, amino, mono-

or di(C_1-C_6)alkylamino, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, C_1-C_6 alkyl, and C_3-C_7 cycloalkyl.

3-8. (Cancelled).

9. (Original) A compound or salt according to Claim 2, wherein the A ring is



10. (Original) A compound or salt according to Claim 9, wherein E is ethylene.

11. (Original) A compound or salt according to Claim 10, wherein

each R^3, R^4, R^5, and R^6 are independently selected at each occurrence from hydrogen, halogen, amino, hydroxy, C_1-C_3 alkyl, and C_1-C_3 alkoxy; and

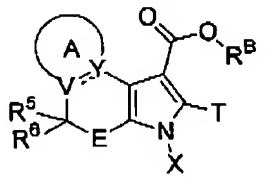
X and T are hydrogen

12. (Original) A compound or salt according to Claim 11, wherein both of the R^3 groups are hydrogen or one R^3 is methyl and the other is hydrogen or methyl; R^4 is hydrogen; and R_5 and R_6 are both hydrogen.

13. (Original) A compound or salt according to Claim 11, wherein both of the R^3 groups are hydrogen; R^4 is methyl; and R_5 and R_6 are both hydrogen.

14-60. (Cancelled).

61. (Currently amended) A compound or salt of the formula:



wherein

E represents $(CR^1R^2)_k$, wherein

R^1 and R^2 are the same or different and independently represent hydrogen, C_1-C_6 alkyl, C_1-C_6 alkoxy, halogen, hydroxy, cyano, nitro, amino, mono- or di-(C_1-C_6)alkylamino, C_2-C_6alkenyl, C_2-C_6alkynyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, amino(C_1-C_6)alkyl, or mono- or di(C_1-C_6)alkylamino(C_1-C_6)alkyl; and

k is 0, 1, 2, or 3;

the group:

is the A ring and represents a ~~an optionally substituted~~ saturated, partially unsaturated, or aromatic heterocyclic 6-membered ring containing at ~~least~~ one nitrogen~~, oxygen, or sulfur~~ atom, where the A ring is optionally substituted with up to three groups independently selected from R_{100};

wherein V----Y represents V and Y connected by a single or double bond;

V is carbon, or CH;

Y is carbon or CH;

R^5 and R^6 together form a carbonyl group; or

R^5 and R^6 are independently chosen from hydrogen, halogen, hydroxy, nitro, cyano, R_{10}, amino, C_1-C_6 haloalkyl, -NH(R_{10}), -N(R_{10})(R_{10}), -COOH, -O(R_{10}), -SO_2NH_2, -SO_2NH(R_{10}),

$-SO_2N(R_{10})(R_{10})$, $-NHCO(R_{10})$, $-N(R_{10})CO(R_{10})$, $-NHCO_2(R_{10})$, $-N(R_{10})CO_2(R_{10})$, $-NHSO_2(R_{10})$, $-N(R_{10})SO_2(R_{10})$, $-SO_2NHCO(R_{10})$, $-SO_2N(R_{10})CO(R_{10})$, $-CONHSO_2(R_{10})$, $-CON(R_{10})SO_2(R_{10})$, $-CONH_2$, $-CONH(R_{10})$, $-CON(R_{10})(R_{10})$, $-CO_2(R_{10})$, $-CO(R_{10})$, $-SO_{0-2}(R_{10})$, carbocyclic aryl having from 1 to 3 rings, and heteroaryl, said heteroaryl having from 1 to 3 rings, 5 to 7 ring members in each ring, and in at least one of said rings from 1 to about 3 heteroatoms selected from nitrogen, oxygen and sulfur, and where each said carbocyclic aryl or heteroaryl is optionally substituted with 1, 2, or 3 groups independently selected from C_1-C_6 alkyl, C_1-C_6 alkoxy, halogen, hydroxy, cyano, nitro, amino, and mono- or di(C_1-C_6)alkylamino;

R_{10} is independently straight, branched, or cyclic alkyl, containing zero or 1 or more double or triple bonds, and is optionally substituted with one or more substituents independently chosen from hydroxy, oxo, halogen, amino, mono- or di-(C_1-C_6)alkylamino, cyano, nitro, C_1-C_6alkoxy, $-COOH$, $-SO_2NH_2$, $-SO_2NH(C_1$-C_6alkyl), $-SO_2N(C_1$-C_6alkyl)(C_1-C_6alkyl), $-NHCO(C_1$-C_6alkyl), $-N(C_1$-C_6alkyl)$CO(C_1$-C_6alkyl), $NHCO_2(C_1$-C_6alkyl), $-N(C_1$-C_6alkyl)$CO_2(C_1$-C_6alkyl), $-NHSO_2(C_1$-C_6alkyl), $-N(C_1$-C_6alkyl)$SO_2(C_1$-C_6alkyl), $-SO_2N(C_1$-C_6alkyl)$CO(C_1$-C_6alkyl), $-SO_2NHCO(C_1$-C_6alkyl), $-CON(C_1$-C_6alkyl)$SO_2(C_1$-C_6alkyl), $-CONHSO_2(C_1$-C_6alkyl), $-CONH_2$, $-CONH$(alkyl), $-CON$(alkyl)(alkyl), $-CO_2$(alkyl), $-CO$(alkyl), $-SO_{0-2}(C_1$-C_6alkyl), and C_3-C_7cycloalkyl;

X is hydrogen, hydroxy, amino, mono- or di-(C_1-C_6)alkylamino, C_1-C_6alkyl, or C_1-C_6alkoxy;

T is hydrogen, halogen, hydroxy, amino, mono- or di-(C_1-C_6)alkylamino, C_1-C_6alkyl, or C_1-C_6alkoxy; andR^B is chosen from hydrogen, methyl, ethyl and benzyl; and

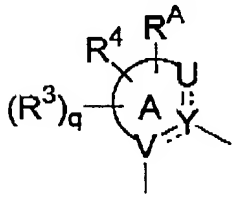
each R^{100} is independently selected from halogen, hydroxy, nitro, cyano, R_{10}, amino, $-NH(R_{10})$, $-N(R_{10})(R_{10})$, $-COOH$, $-O(R_{10})$, $-SO_2NH_2$, $-SO_2NH(R_{10})$, $-SO_2N(R_{10})(R_{10})$, $-NHCO(R_{10})$, $-N(R_{10})CO(R_{10})$, $-NHCO_2(R_{10})$, $-N(R_{10})CO_2(R_{10})$, $-NHSO_2(R_{10})$, $-N(R_{10})SO_2(R_{10})$, $-SO_2NHCO(R_{10})$, $-SO_2N(R_{10})CO(R_{10})$, $-CONHSO_2(R_{10})$, $-CON(R_{10})SO_2(R_{10})$, $-CONH_2$, $-CONH(R_{10})$, $-CON(R_{10})(R_{10})$, $-CO_2(R_{10})$, $-CO(R_{10})$, $-SR_{10}$, $SO(R_{10})$, $-SO_2(R_{10})$, aryl having from 1 to 3 rings, and heteroaryl, said heteroaryl having from 1 to 3 rings, 5 to 7 ring members in each ring, and in at least one of said rings from 1 to about 3 heteroatoms selected from nitrogen, oxygen and sulfur, and where each aryl and heteroaryl is optionally substituted with 1, 2, or 3 groups independently selected from C_1-C_6 alkyl, C_1-C_6 alkoxy, halogen, hydroxy, cyano, nitro, amino, and mono- or di(C_1-C_6)alkylamino.

62. (Currently amended) A compound or salt according to claim 61 wherein

E represents $(CR^1R^2)_k$, wherein R^1 and R^2 are independently chosen at each occurrence from the group consisting of hydrogen, halogen, hydroxy, cyano, nitro, amino, mono- or dialkylamino, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, haloalkyl, mono or di(C_1-C_6)alkylamino(C_1-C_6)alkyl, and (C_1-C_6)alkoxy;

k is 0, 1, 2, or 3;

the A ring represents a group of the formula:



which represents a saturated, partially unsaturated, or aromatic heterocyclic ring selected from ~~thienyl, thiazolyl,~~ pyridyl, and pyridonyl, ~~pyrimidinyl, pyrimidinyl, imidazolyl, pyrazolyl, pyrazinyl, pyridizinyl, piperidinyl, oxazolyl, isoxazolyl, triazolyl, pyrrolyl, furanyl, diazenyl, triazenyl, 1, 2, 4 triazolone, 4,5-dihydroimidazolyl, and 1,4,5,6 tetrahydropyrimidinyl,~~ where any amino-hydrogen is optionally replaced by R^A where:

U----Y and V----Y represent single, double or aromatic bonds,

U is nitrogen, or NR^A, ~~S, or O~~;

V is carbon or CH;

Y is carbon, or CH;

R^A is selected from (C_1-C_6)alkyl, optionally substituted carbocyclic aryl, and optionally substituted heteroaryl having from 1 to 3 rings, 5 to 8 members in each ring, and in at least 1 of said rings and from 1 to about 3 heteroatoms selected from N, O, and S, where each aryl and heteroaryl is optionally substituted with up to 3 groups independently selected from C_1-C_6 alkyl, C_1-C_6 alkoxy, halogen, hydroxy, cyano, nitro, amino, and mono- and di(C_1-C_6)alkylamino;

R^3 and R^4 are substituents on carbon atoms and independently carry the same definitions as R^5 and R^6; and

q is 1 or 2;

R^5 and R^6 are independently selected from the group consisting of hydrogen, halogen, hydroxy, nitro, cyano, (C_1-C_6)alkyl, amino, C_1-C_6 haloalkyl, -COOH, $-SO_2NH_2$, $-NH((C_1-C_6)alkyl_1)$, $-N((C_1-C_6)alkyl_1)((C_1-C_6)alkyl_1)$, $-O((C_1-$

C_6)alkyl$_1$), $-SO_2N((C_1-C_6)alkyl_1)((C_1-C_6)alkyl_1)$, $-SO_2NH((C_1-C_6)alkyl_1)$, $-NHCO((C_1-C_6)alkyl_1)$, $-N((C_1-C_6)alkyl_1)CO((C_1-C_6)alkyl_1)$, $-NHCO_2((C_1-C_6)alkyl_1)$, $-N((C_1-C_6)alkyl_1)CO_2((C_1-C_6)alkyl_1)$, $-NHSO_2((C_1-C_6)alkyl_1)$, $-N((C_1-C_6)alkyl_1)SO_2((C_1-C_6)alkyl_1)$, $-SO_2NHCO((C_1-C_6)alkyl_1)$, $-CONH_2$, $-SO_2N((C_1-C_6)alkyl_1)CO((C_1-C_6)alkyl_1)$, $-CO_2((C_1-C_6)alkyl_1)$, $-CONHSO_2((C_1-C_6)alkyl_1)$, $-CON((C_1-C_6)alkyl_1)SO_2((C_1-C_6)alkyl_1)$, $-CONH((C_1-C_6)alkyl_1)$, $-CON((C_1-C_6)alkyl_1)((C_1-C_6)alkyl_1)$, $-CO((C_1-C_6)alkyl_1)$, and $-SO_{0-2}((C_1-C_6)alkyl_1)$;

wherein each alkyl$_1$ group is optionally substituted with up to three substituents independently selected from hydroxy, oxo, halogen, amino, mono- or di-(C_1-C_6) alkylamino, cyano, nitro, C_1-C_6alkoxy, $-SO_2NH((C_1-C_4)alkyl)$, $-NHCO((C_1-C_4)alkyl)$, $-COOH$, $-SO_2N((C_1-C_4)alkyl)((C_1-C_4)alkyl)$, $-SO_2NH_2$, $-CONH_2$, $-N((C_1-C_4)alkyl)CO((C_1-C_4)alkyl)$, $-NHSO_2((C_1-C_4)alkyl)$, $-N((C_1-C_4)alkyl)CO_2((C_1-C_4)alkyl)$, $-CONH((C_1-C_4)alkyl)$, $-NHCO_2((C_1-C_4)alkyl)$, $-CONHSO_2((C_1-C_4)alkyl)$, $-CO((C_1-C_4)alkyl)$, $-N((C_1-C_4)alkyl)SO_2((C_1-C_4)alkyl)$, $-SO_2NHCO((C_1-C_4)alkyl)$, $-SO_2N((C_1-C_4)alkyl)CO((C_1-C_4)alkyl)$, $-CON((C_1-C_4)alkyl)SO_2((C_1-C_4)alkyl)$, $-CON((C_1-C_4)alkyl)((C_1-C_4)alkyl)$, $-CO_2((C_1-C_4)alkyl)$, $-SO_{0-2}((C_1-C_4)alkyl)$, and (C_3-C_7)cycloalkyl;

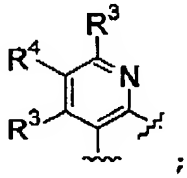
X is hydrogen, hydroxy, amino, mono- or di-(C_1-C_6)alkylamino, (C_1-C_6)alkyl, or (C_1-C_6)alkoxy;

T is hydrogen, halogen, hydroxy, amino, mono- or di-(C_1-C_6)alkylamino, (C_1-C_6)alkyl, or (C_1-C_6)alkoxy; and

R^B is chosen from hydrogen, methyl, ethyl and benzyl.

63-64. (Cancelled).

65. (Original) A compound or salt according to Claim 62 wherein the A ring is



;

E is $-CH_2-$ or $-CH_2CH_2-$; and

R^3, R^4, R^5, and R^6, are independently hydrogen, halogen, amino, hydroxy, methyl, ethyl, methoxy, or ethoxy.

66. (Original) A compound or salt according to Claim 65, wherein

X and T are hydrogen;

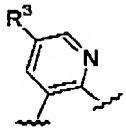
E is ethylene;

R^4 is hydrogen; and

R^5 and R^6 are hydrogen; and

each R^3 is halogen, amino, hydroxy, methyl, ethyl, methoxy, or ethoxy, where only one of R^3 is other than hydrogen.

67. (Original) A compound or salt according to Claim 62, wherein the A ring is



wherein:

E is ethylene;

R^5, R^6, X and T are hydrogen; and

R^3 is hydrogen, halogen, amino, hydroxy, methyl, ethyl, methoxy, or ethoxy.

68-82. (Cancelled).

83. (Currently amended) A compound according to any one of claims 1[[,]] or 9, ~~14, 18, 22, 26, 30, or 34,~~ where Q is phenyl, pyridyl, pyrimidinyl, triazolyl, thiazolyl, thiadiazolyl, quinolinyl, pyrazolyl, isoxazolyl, pyrazinyl, triazolyl(C_1-C_6)alkyl, pyridazinyl, 2-oxo-3-hydropyridyl, oxazole, oxadiazolyl, benzimidazol-5-yl, each of which is optionally substituted with 1, 2 or 3 groups independently selected from
halogen, C_1-C_6 alkoxy, C_1-C_6 alkyl, C_3-C_7 cycloalkyl, C_3-C_7 cycloalkyl(C_1-C_3)alkyl, C_1-C_6 alkylthio, C_1-C_6 alkylamino, C_3-C_7 cycloalkylamino, C_3-C_7 cycloalkyl(C_1-C_3)alkylamino, C_1-C_6 alkoxycarbonylamino(C_1-C_6)alkyl), C_1-C_6 alkoxycarbonyl((C_1-C_6)alkyl)amino(C_1-C_6)alkyl), C_1-C_6 alkylamino(C_1-C_6)alkoxy, furanyl, (4-benzylpiperidinyl)(C_1-C_6)alkoxy, (4-benzylpiperazinyl)(C_1-C_6)alkoxy, C_1-C_6 alkoxy(C_1-C_6)alkyl, C_1-C_6 alkoxy(C_1-C_6)alkoxy, C_1-C_6 alkoxy(C_1-C_6)alkylamino, morpholinyl(C_1-C_6)alkoxy, trifluoromethyl, C_1-C_6 haloalkoxy, 1,3-dioxolanyl, ethyl-methanesulfonylamino(C_1-C_6)alkoxy, 1,4-dioxepinyl, 1,4-dioxanyl, phenyoxy, pyrrolidinyl(C_1-C_6)alkoxy, hydroxy(C_1-C_6)alkyl, hydroxy(C_1-C_6)alkoxy, C_1-C_4 alkylamino(C_1-C_4)alkyl, imidazolyl, imidazolyl(C_1-C_6)alkyl, imidazolyl(C_1-C_6)alkoxy, triazolyl(C_1-C_6)alkyl, benzyloxy(C_1-C_6)alkoxy, piperidinyl(C_1-C_6)alkyl, piperazinyl(C_1-C_6)alkyl, morpholinyl(C_1-C_6)alkyl, pyrrolidinyl(C_1-C_6)alkyl, azetidinyl(C_1-C_6)alkoxy, azetidinyl(C_1-C_6)alkyl, C_1-C_4 alkoxy(C_1-C_4)alkylamino(C_1-C_4)alkyl, C_1-C_6 alkanoyl(C_1-C_6)alkoxy, C_1-C_6 alkoxyphenoxy, phenoxy substituted with halo(C_1-C_6)alkyl, tetrahydrofuranyloxy, oxetanyl(C_1-C_6)alkoxy, oxetanyl(C_1-C_6)alkyl, and 1-benzylimidazolyl(C_1-C_6)alkoxy.

84-87. (Cancelled).

88. (Original) A compound according to claim 1, which is selected from the group consisting of

9-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (4-methoxy-phenyl)-amide;

9-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (2-fluoro-phenyl)-amide;

9-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (3-fluoro-4-methoxy-phenyl)-amide;

9-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (4-fluoro-phenyl)-amide;

9-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (3-fluoro-phenyl)-amide;

9-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (4-ethoxy-phenyl)-amide;

9-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid phenylamide;

9-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (3-methoxy-phenyl)-amide;

9-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (3-ethoxy-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (2-fluoro-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (4-methoxy-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (3-fluoro-4-methoxy-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (4-ethoxy-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid pyridin-2-ylamide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (1-methyl-1H-pyrazol-3-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (5-methyl-[1,3,4]thiadiazol-2-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (5-fluoro-pyridin-2-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid {4-[2-(ethyl-methanesulfonyl-amino)-ethoxy]- phenyl}-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid [4-(2-ethylamino-ethoxy)-phenyl]-amide;

8-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (4-ethoxy-phenyl)-amide.

89. (Original) A compound according to claim 1, which is selected from the group consisting of

8-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid pyridin-2-ylamide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid pyridin-3-ylamide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (3-methyl-[1,2,4]thiadiazol-5-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (3-propyl-[1,2,4]thiadiazol-5-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (6-methyl-pyridin-3-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (5-chloro-pyridin-2-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (6-chloro-pyridin-3-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (2,4-difluoro-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (4-chloro-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid pyrimidin-2-ylamide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid pyridin-4-ylamide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid o- tolyl-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (5-bromo-pyridin-2-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (5-methyl-pyridin-2-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (6-methoxy-pyridin-3-yl)-amide;

Propyl-(2-{5-[(3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carbonyl)-amino]-pyridin-2-yloxy}-ethyl)-carbamic acid tert-butyl ester;

8-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (5-methyl-[1,3,4]thiadiazol-2-yl)-amide;

8-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (3-fluoro-4-methoxy-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (4-ethoxy-phenyl)-amide;

Ethyl-(2-{4-[(3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carbonyl)-amino]-phenoxy}-ethyl)-carbamic acid tert-butyl ester.

90. (Original) A compound according to claim 1, which is selected from the group consisting of

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (6-ethyl-pyridin-2-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid benzo[1,3]dioxol-5-ylamide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (2-chloro-pyridin-4-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (3-methoxy-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (2,5-difluoro-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (6-methyl-pyridin-2-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (3-methyl-isoxazol-5-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (2,3-dihydro-benzo[1,4]dioxin-6-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (3-isopropoxy-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (3,4-dihydro-2H-benzo[b][1,4]dioxepin-7-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (4-trifluoromethoxy-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (4-phenoxy-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid pyrazin-2-ylamide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (1-ethyl-1H-pyrazol-3-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (5-methyl-1H-pyrazol-3-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (2,3-dihydro-[1,4]dioxino[2,3-b]pyridin-6-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (5-methyl-[1,3,4]thiadiazol-2-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid pyridin-3-ylamide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid [6-(3-isopropoxy-propylamino)-pyridin-3-yl]-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (6-methoxy-pyrazin-2-yl)-amide.

91. (Original) A compound according to claim 1, which is selected from the group consisting of

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (5-methyl-isoxazol-3-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (1H-pyrazol-3-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (3-fluoro-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid [6-(2-morpholin-4-yl-ethoxy)-pyridin-3-yl]-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (5-bromo-pyridin-3-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (6-bromo-pyridin-3-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid [4-(2-ethoxy-ethoxy)-phenyl]-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (3-ethoxy-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (6-ethoxy-pyridin-2-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid [4-(1-ethyl-azetidin-3-yloxy)-phenyl]-amide;

3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1- carboxylic acid (5-ethoxy-pyridin-2-yl)-amide;

8-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (5-methoxy-pyridin-2-yl)-amide;

8-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (5-ethoxy-pyridin-2-yl)-amide;

8-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid pyridazin-3-ylamide;

8-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (3-methyl-isoxazol-5-yl)-amide;

8-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (5-methyl-isoxazol-3-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (6-ethylamino-pyridin-3-yl)-amide.

92-98. (Cancelled).

99. (Original) A compound according to claim 83, wherein E is $-CH_2-$ or $-CH_2CH_2-$;

R^3, R^4, R^5, and R^6, are independently hydrogen, halogen, amino, hydroxy, methyl, ethyl, methoxy, or ethoxy; and
X and T are independently hydrogen, methyl, or ethyl.

100. (Cancelled).

101. (Original) A compound according to claim 83, where Q is phenyl, pyridyl, pyrimidinyl, 2-oxo-3-hydropyridyl, , each of which is optionally substituted with 1 or 2 groups independently selected from

halogen, C_1-C_6 alkoxy, C_1-C_6 alkyl, C_3-C_7 cycloalkyl, C_3-C_7 cycloalkyl(C_1-C_3)alkyl, C_1-C_6 alkylthio, C_1-C_6 alkylamino, C_3-C_7 cycloalkylamino, C_3-C_7 cycloalkyl(C_1-C_3)alkylamino, C_1-C_6 alkoxycarbonylamino(C_1-C_6)alkyl), C_1-C_6 alkoxycarbonyl((C_1-C_6)alkyl)amino(C_1-C_6)alkyl), C_1-C_6 alkylamino(C_1-C_6)alkoxy, furanyl, (4-benzylpiperidinyl)(C_1-C_6)alkoxy, (4-benzylpiperazinyl)(C_1-C_6)alkoxy, C_1-C_6 alkoxy(C_1-C_6)alkyl, C_1-C_6 alkoxy(C_1-C_6)alkoxy, C_1-C_6 alkoxy(C_1-C_6)alkylamino, morpholinyl(C_1-C_6)alkoxy, trifluoromethyl, C_1-C_6 haloalkoxy, 1,3-dioxolanyl, ethyl-methanesulfonylamino(C_1-C_6)alkoxy, 1,4-dioxepinyl, 1,4-dioxanyl, phenyoxy, pyrrolidinyl(C_1-C_6)alkoxy, hydroxy(C_1-C_6)alkyl, hydroxy(C_1-C_6)alkoxy, C_1-C_4 alkylamino(C_1-C_4)alkyl, imidazolyl, imidazolyl(C_1-C_6)alkyl, imidazolyl(C_1-C_6)alkoxy, triazolyl(C_1-C_6)alkyl, benzyloxy(C_1-C_6)alkoxy, piperidinyl(C_1-C_6)alkyl, piperazinyl(C_1-C_6)alkyl, morpholinyl(C_1-C_6)alkyl, pyrrolidinyl(C_1-C_6)alkyl, azetidinyl(C_1-C_6)alkoxy, azetidinyl(C_1-C_6)alkyl, C_1-C_4 alkoxy(C_1-C_4)alkylamino(C_1-C_4)alkyl, C_1-C_6 alkanoyl(C_1-C_6)alkoxy, C_1-C_6 alkoxyphenoxy, phenoxy substituted with halo(C_1-C_6)alkyl, tetrahydrofuranyloxy, oxetanyl(C_1-C_6)alkoxy, oxetanyl(C_1-C_6)alkyl, and 1-benzylimidazolyl(C_1-C_6)alkoxy.

102-105. (Cancelled).

106. (Original) A pharmaceutical composition comprising a compound or salt according to claim 1 combined with at least one pharmaceutically acceptable carrier or excipient.

107-119. (Canceled)

120. (currently amended) A package comprising a pharmaceutical composition of claim ~~107~~ 106 in a container and further comprising indicia comprising at least one of:

instructions for using the composition to treat a patient suffering from an anxiety disorder, or

instructions for using the composition to treat a patient suffering from depression, or

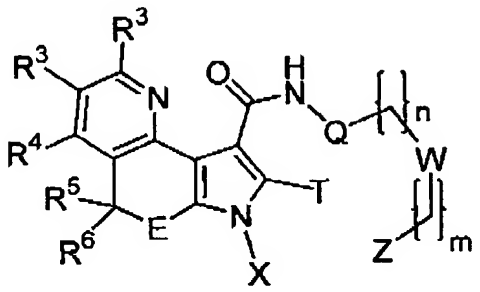
instructions for using the composition to treat a patient suffering from a sleeping disorder.

121. (currently amended) A package comprising a pharmaceutical composition of claim ~~107~~ 106 in a container and further comprising indicia comprising at least one of: instructions for using the composition to treat a patient suffering from Alzheimer's dementia or instructions for using the composition to enhance cognition in a patient.

122-123. (Cancelled).

124. (Previously presented) A compound according to claim 1 wherein the b ring is a 7-membered ring.

125. (New) A compound according to claim 1, of the formula:



or a pharmaceutically acceptable salt thereof, wherein

R^3 and R^4 are independently chosen from hydrogen, aryl, heteroaryl, halogen, hydroxy, nitro, cyano, $C_{1-6}alkyl_1$, amino, -COOH, $-O(C_{1-6}alkyl_1)$, $-NH(C_{1-6}alkyl_1)$, $-N(C_{1-6}alkyl_1)(C_{1-6}alkyl_1)$, $-SO_2NH_2$, $-SO_2NH(C_{1-6}alkyl_1)$, $-SO_2N(C_{1-6}alkyl_1)(C_{1-6}alkyl_1)$, $-N(C_{1-6}alkyl_1)CO(C_{1-6}alkyl_1)$, $N(C_{1-6}alkyl_1)CO_2(C_{1-6}alkyl_1)$, $-NHSO_2(C_{1-6}alkyl_1)$, $-N(C_{1-6}alkyl_1)SO_2(C_{1-6}alkyl_1)$, $-SO_2NHCO(C_{1-6}alkyl_1)$, $-CONHSO_2(C_{1-6}alkyl_1)$, $-CONH(C_{1-6}alkyl_1)$, $-CON(C_{1-6}alkyl_1)(C_{1-6}alkyl_1)$, $-CO_2(C_{1-6}alkyl_1)$, $-CO(C_{1-6}alkyl_1)$ and $-SO_{0-2}(C_{1-6}alkyl_1)$,

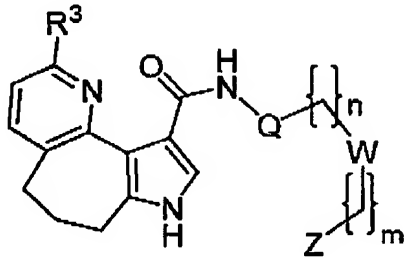
wherein $C_{1-6}alkyl_1$ is independently chosen at each occurrence and is straight branched or cyclic, may contain one or two double or triple bonds, and is unsubstituted or substituted with one or more substituents selected from: hydroxy, oxo, halogen, amino, cyano, nitro, alkoxy, carbocylic or heterocyclic group, -COOH, $-SO_2NH_2$, $-SO_2NH(C_{1-4}alkyl)$, $-SO_2N(C_{1-4}alkyl)(C_{1-4}alkyl)$, $-N(C_{1-4}alkyl)CO(C_{1-4}alkyl)$, $N(C_{1-4}alkyl)CO_2(C_{1-4}alkyl)$, $-NHSO_2(alkyl)$, $-N(C_{1-4}alkyl)SO_2(C_{1-4}alkyl)$, $-SO_2NHCO(C_{1-4}alkyl)$, $-CONHSO_2(C_{1-4}alkyl)$, $-CONH(C_{1-4}alkyl)$, $-CON(C_{1-4}alkyl)(C_{1-4}alkyl)$, $-CO_2(C_{1-4}alkyl)$, $-CO(C_{1-4}alkyl)$, and $-SO_{0-2}(C_{1-4}alkyl)$,

and wherein the definition of the variable R^3 at the 2- position of the pyridyl ring is independent of it definition at the 3-position.

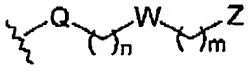
126. (new) A compound according to claim 125 wherein E is $-(CR^1CR^2)_k-$; k is 2 and R^1 and R^2 are hydrogen.

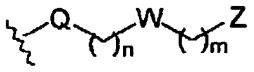
127. (new) A compound according to claim 125 wherein E is $-(CR^1CR^2)_k-$; k is 2; R^1 and R^2 are hydrogen; R^3, R^4, R^5, and R^6 are independently chosen at each occurrence from hydrogen, halogen, amino, hydroxy, methyl, ethyl, methoxy, and ethoxy; and X and T are both hydrogen.

128. (new) A compound according to claim 125, of the formula:

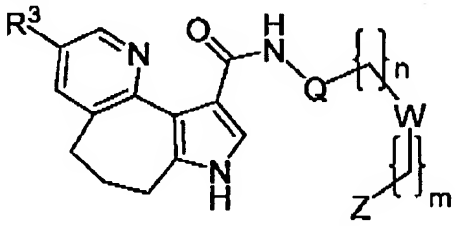


wherein each R^3 is hydrogen or methyl.

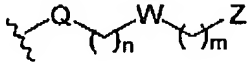
129. (new) A compound according to claim 128, wherein  represents phenyl or pyridyl optionally substituted with R_p where R_p is C_1-C_6 alkyl, C_1-C_6 alkoxy, halogen, hydroxy, halo(C_1-C_6)alkyl, hydroxy(C_1-C_6)alkyl, amino, or amino(C_1-C_6)alkyl.

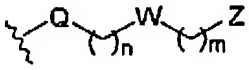
130. (new) A compound according to claim 128 wherein  represents phenyl or 2- or 3-pyridyl each of which is optionally substituted with C_1-C_6 alkyl, or more preferably unsubstituted or substituted with methyl or ethyl.

131. (new) A compound according to claim 125, of formula:



wherein each R^3 is hydrogen or methyl.

132. (new) A compound according to claim 131, wherein  represents phenyl or pyridyl optionally substituted with R_p where R_p is C_1-C_6 alkyl, C_1-C_6 alkoxy, halogen, hydroxy, halo(C_1-C_6)alkyl, hydroxy(C_1-C_6)alkyl, amino, or amino(C_1-C_6)alkyl.

133. (new) A compound according to claim 131 wherein  represents phenyl or 2- or 3-pyridyl each of which is optionally substituted with C_1-C_6 alkyl, or more preferably unsubstituted or substituted with methyl or ethyl.